

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	<b>Chapter 11</b>
	:	
RESIDENTIAL CAPITAL, LLC, et al., <sup>1</sup>	:	<b>Case No. 12-12020 (MG)</b>
	:	
	:	
	:	<b>(Jointly Administered)</b>
Debtors.	:	
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**AFFIDAVIT OF SERVICE**

I, Clarissa D. Cu, depose and say that I am employed by Kurtzman Carson Consultants LLC (KCC), the claims and noticing agent for the Debtors.

A. On December 20, 2012, at my direction and under my supervision, employees of KCC caused the following documents to be served via Electronic mail upon the Monthly Service list attached hereto as **Exhibit A**, and via First Class mail upon the parties on the Special Service list attached hereto as **Exhibit B**:

1. **Order Under Bankruptcy Code Sections 105(a), 363, 503(b)(1), 507(a)(2), 1107(a) and 1108 and Bankruptcy Rule 9019 to the Final Wages Order (I) Authorizing and Directing the Debtors to Reimburse Ally Financial Inc. for Payments Made to the Debtors' Employees on Account of Deferred Cash Issued on or After the Petition Date; (II) Granting Ally Financial Inc. an Administrative Expenses Claim on Account of Such Payments; (III) Granting Ally Financial Inc. a Limited Release; and (IV) Authorizing the Debtors to Establish and Fund an Escrow Account for the Benefit of Ally Financial Inc. on Account of Such Administrative Expense Claims, Including Additional Amounts to the Escrow Account as Necessary [Docket No. 2492]**
2. **Stipulation and Order Amending the AFI DIP and Cash Collateral Order [Docket No. 2495]**

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Residential Capital, LLC (0738); ditech, LLC (7228); DOA Holding Properties, LLC (4257); DOA Properties IX (Lots-Other), LLC (3274); EPRE LLC (7974); Equity Investment I, LLC (2797); ETS of Virginia, Inc. (1445); ETS of Washington, Inc. (0665); Executive Trustee Services, LLC (8943); GMAC Model Home Finance I, LLC (8469); GMAC Mortgage USA Corporation (6930); GMAC Mortgage, LLC (4840); GMAC Residential Holding Company, LLC (2190); GMAC RH Settlement Services, LLC (6156); GMACM Borrower LLC (4887); GMACM REO LLC (2043); GMACR Mortgage Products, LLC (6369); GMAC-RFC Holding Company, LLC (3763); HFN REO Sub II, LLC (N/A); Home Connects Lending Services, LLC (9412); Homecomings Financial Real Estate Holdings, LLC (6869); Homecomings Financial, LLC (9458); Ladue Associates, Inc. (3048); Passive Asset Transactions, LLC (4130); PATI A, LLC (2729); PATI B, LLC (2937); PATI Real Estate Holdings, LLC (5201); RAHI A, LLC (3321); RAHI B, LLC (3553); RAHI Real Estate Holdings, LLC (5287); RCSFJV204, LLC (2722); Residential Accredited Loans, Inc. (8240); Residential Asset Mortgage Products, Inc. (5181); Residential Asset Securities Corporation (2653); Residential Consumer Services of Alabama, LLC (5449); Residential Consumer Services of Ohio, LLC (4796); Residential Consumer Services of Texas, LLC (0515); Residential Consumer Services, LLC (2167); Residential Funding Company, LLC (1336); Residential Funding Mortgage Exchange, LLC (4247); Residential Funding Mortgage Securities I, Inc. (6294); Residential Funding Mortgage Securities II, Inc. (8858); Residential Funding Real Estate Holdings, LLC (6505); Residential Mortgage Real Estate Holdings, LLC (7180); RFC Asset Holdings II, LLC (4034); RFC Asset Management, LLC (4678); RFC Borrower LLC (5558); RFC Constructing Funding, LLC (5730); RFC REO LLC (2407); RFC SFJV-2002, LLC (4670); RFC-GSAP Servicer Advance, LLC (0289)

B. Additionally, on December 20, 2012, at my direction and under my supervision, employees of KCC caused the following document to be served via Electronic mail upon the Monthly Service list attached hereto as Exhibit A, and via First Class mail upon the parties on the Special Service list attached hereto as Exhibit B, and the parties on the service list attached hereto as Exhibit C:

1. **Order Further Extending the Exclusive Periods During Which Only the Debtors May File a Chapter 11 Plan and Solicit Acceptances Thereof** [Docket No. 2489]

C. Additionally, on December 20, 2012, at my direction and under my supervision, employees of KCC caused the following document to be served via Electronic mail upon the Monthly Service list attached hereto as Exhibit A, and via First Class mail upon the parties on the Special Service list attached hereto as Exhibit B, and the parties on the service lists attached hereto as Exhibit C and Exhibit D:

1. **Order Pursuant to 11 U.S.C. §§ 105(a) and 365(a), Fed. R. Bankr. P. 6006 and 9014 and Local Bankruptcy Rule 6006-1 Authorizing Assumption of Unexpired Lease** [Docket No. 2491]

D. Additionally, on December 20, 2012, at my direction and under my supervision, employees of KCC caused the following documents to be served via Electronic mail upon the Monthly Service list attached hereto as Exhibit A, and the party on the service list attached hereto as Exhibit E, and via First Class mail upon the parties on the Special Service list attached hereto as Exhibit B, and the party on the service list attached hereto as Exhibit F:

1. **Stipulation and Order Pursuant to 11 U.S.C. § 362(d) Modifying the Automatic Stay Imposed by 11 U.S.C. § 362(a)** [Docket No. 2493]
2. **Stipulation and Order Pursuant to 11 U.S.C. § 362(d) Modifying the Automatic Stay Imposed by 11 U.S.C. § 362(a)** [Docket No. 2494]
3. **Stipulation and Order Pursuant to 11 U.S.C. § 362(d) Modifying the Automatic Stay Imposed by 11 U.S.C. § 362(a)** [Docket No. 2496]
4. **Stipulation and Order Pursuant to 11 U.S.C. § 362(d) Modifying the Automatic Stay Imposed by 11 U.S.C. § 362(a)** [Docket No. 2497]
5. **Stipulation and Order Pursuant to 11 U.S.C. § 362(d) Modifying the Automatic Stay Imposed by 11 U.S.C. § 362(a)** [Docket No. 2498]
6. **Stipulation and Order Pursuant to 11 U.S.C. § 362(d) Modifying the Automatic Stay Imposed by 11 U.S.C. § 362(a)** [Docket No. 2499]
7. **Stipulation and Order Pursuant to 11 U.S.C. § 362(d) Modifying the Automatic Stay Imposed by 11 U.S.C. § 362(a)** [Docket No. 2500]

8. **Stipulation and Order Pursuant to 11 U.S.C. § 362(d) Modifying the Automatic Stay Imposed by 11 U.S.C. § 362(a)** [Docket No. 2501]

9. **Stipulation and Order Pursuant to 11 U.S.C. § 362(d) Modifying the Automatic Stay Imposed by 11 U.S.C. § 362(a)** [Docket No. 2502]

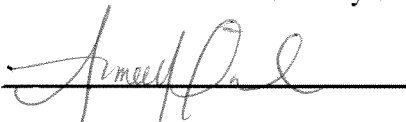
Dated: December 21, 2012

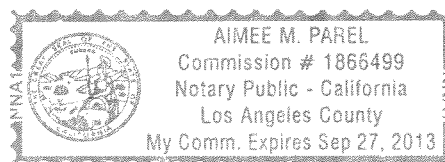
  
Clarissa D. Cu

State of California

County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 21<sup>st</sup> of December, 2012, by Clarissa D. Cu, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: 



## **EXHIBIT A**

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Seward & Kissell LLP	Ronald L Cohen Kalyan Das Mark D Kotwick Arlene R Alves & Laurie R Binder	<a href="mailto:cohen@sewkis.com">cohen@sewkis.com</a> ; <a href="mailto:das@sewkis.com">das@sewkis.com</a> ; <a href="mailto:binder@sewkis.com">binder@sewkis.com</a> ; <a href="mailto:kotwick@sewkis.com">kotwick@sewkis.com</a> ; <a href="mailto:alves@sewkis.com">alves@sewkis.com</a>	Counsel to US Bank National Association as Securitization Trustee; Counsel to US Bank as Master Servicer; & Counsel to US Bank NA as Trustee of Certain Mortgage Backed Securities Trusts
Shafferman & Feldman LLP	Joel M Shafferman Esq	<a href="mailto:joel@shafeldlaw.com">joel@shafeldlaw.com</a>	Counsel to NYCTL 2011-A Trust
Shapiro Blasi Wasserman & Gora PA	Thomas A Conrad Esq	<a href="mailto:taconrad@sbwlawfirm.com">taconrad@sbwlawfirm.com</a>	Counsel to Petra Finance LLC
Shearman & Sterling LLP	Fredric Sosnick & Susan A Fennessey	<a href="mailto:fsosnick@shearman.com">fsosnick@shearman.com</a> ; <a href="mailto:sfennessey@shearman.com">sfennessey@shearman.com</a>	Counsel to Citibank NA
Skadden Arps Slate Meagher & Flom LLP	Jonathan H. Hofer	<a href="mailto:jhofer@skadden.com">jhofer@skadden.com</a> ; <a href="mailto:nikolay.kodes@skadden.com">nikolay.kodes@skadden.com</a>	Counsel to the administrative agent for the Debtors' proposed providers of debtor in possession financing
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Skadden Arps Slate Meagher & Flom LLP	Sarah M Ward	<a href="mailto:sarah.ward@skadden.com">sarah.ward@skadden.com</a>	Counsel to the administrative agent for the Debtors' proposed providers of debtor in possession financing
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Stein Wiener & Roth LLP	Attn Pranali Datta	<a href="mailto:pdatta@hhstein.com">pdatta@hhstein.com</a>	Counsel to OneWest Bank FSB; US Bank NA as Trustee for Credit Suisse First Boston Mortgage Acceptance Corp. Mortgage Pass-Through Certificates, Series 2006-1
Stinson Morrison Hecker LLP	Andrew W. Muller	<a href="mailto:amuller@stinson.com">amuller@stinson.com</a>	Counsel to Bank of the West
Sullivan Hazeltine Allinson LLC	William A Hazeltine Esq	<a href="mailto:whazeltine@sha-llc.com">whazeltine@sha-llc.com</a>	Counsel to Mortgage Electronic Registration Systems Inc and MERSCOPR Inc ("MERS")
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The Bank of New York Mellon	Attn Robert H Major Vice President	<a href="mailto:robert.major@bnymellon.com">robert.major@bnymellon.com</a>	Member of Official Committee of Unsecured Creditors
The Canada Trust Company	Susan Khokher	<a href="mailto:Adam.Parkin@tdsecurities.com">Adam.Parkin@tdsecurities.com</a> ; <a href="mailto:Christopher.stevens@tdsecurities.com">Christopher.stevens@tdsecurities.com</a>	Securitization Trustee
Travis County Attorney	Kay D Brock Assistant Travis County Atty	<a href="mailto:kay.brock@co.travis.tx.us">kay.brock@co.travis.tx.us</a>	Counsel to Tina Morton Travis County Tax Assessor Collector
U.S. Bank National Association	Attn: George Rayzis	<a href="mailto:george.rayzis@usbank.com">george.rayzis@usbank.com</a>	Indenture Trustee to the Debtors' Prepetition Junior Secured Notes
U.S. Bank National Association	Attn: Mamta K Scott & David A Jason	<a href="mailto:mamta.scott@usbank.com">mamta.scott@usbank.com</a> ; <a href="mailto:david.jason@usbank.com">david.jason@usbank.com</a>	Member of Official Committee of Unsecured Creditors
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White & Case LLP	J Christopher Shore & Ian J Silverbrand	<a href="mailto:cshore@whitecase.com">cshore@whitecase.com</a> ; <a href="mailto:isilverbrand@whitecase.com">isilverbrand@whitecase.com</a> ; <a href="mailto:dthatch@whitecase.com">dthatch@whitecase.com</a>	Counsel to Wells Fargo as collateral agent for the Prepetition Junior Secured Notes
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Wilson Elser Moskowitz Edelman & Dicker LLP	Attn David L Tillem	<a href="mailto:david.tillem@wilsonelser.com">david.tillem@wilsonelser.com</a>	Counsel to the County of Putnam, Department of Finance
Winston & Strawn LLP	Attn: David Neier	<a href="mailto:dneier@winston.com">dneier@winston.com</a>	Counsel to GSE - Fannie Mae
Winston & Strawn LLP	David Neier & Carey D Schreiber	<a href="mailto:dneier@winston.com">dneier@winston.com</a> ; <a href="mailto:cschreiber@winston.com">cschreiber@winston.com</a>	Counsel to Federal National Mortgage Association
Wollmuth Maher & Deutsch LLP	Attn James N Lawlor	<a href="mailto:jlawlor@wmd-law.com">jlawlor@wmd-law.com</a>	Counsel to The Western and Southern Life Insurance Company et al
Wollmuth Maher & Deutsch LLP	Attn Paul R DeFilippo & Steven S Fitzgerald	<a href="mailto:pdefilippo@wmd-law.com">pdefilippo@wmd-law.com</a> ; <a href="mailto:sfitzgerald@wmd-law.com">sfitzgerald@wmd-law.com</a>	Counsel to The Western and Southern Life Insurance Company et al
Zuckerman Spaeder LLP	Graeme W. Bush & Nelson C. Cohen & Laura E. Neish	<a href="mailto:gbush@zuckerman.com">gbush@zuckerman.com</a> ; <a href="mailto:ncohen@zuckerman.com">ncohen@zuckerman.com</a> ; <a href="mailto:lneish@zuckerman.com">lneish@zuckerman.com</a>	Counsel to National Credit Union Administration Board, as Liquidating Agent of U.S. Central Federal Credit Union, Western Corporate Federal Credit Union, Members United Corporate Federal Credit Union, Southwest Corporate Federal Credit Union and Constitution Corporate Federal Credit Union
Zuckerman Spaeder LLP	Graeme W. Bush & Nelson C. Cohen & Laura E. Neish	<a href="mailto:gbush@zuckerman.com">gbush@zuckerman.com</a> ; <a href="mailto:ncohen@zuckerman.com">ncohen@zuckerman.com</a> ; <a href="mailto:lneish@zuckerman.com">lneish@zuckerman.com</a>	Counsel to National Credit Union Administration Board, as Liquidating Agent of U.S. Central Federal Credit Union, Western Corporate Federal Credit Union, Members United Corporate Federal Credit Union, Southwest Corporate Federal Credit Union and Constitution Corporate Federal Credit Union

## **EXHIBIT B**

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 Exhibit B  
 Special Service List

NAME	NOTICE NAME	ADDRESS1	CITY	ST	ZIP	DESCRIPTION
Chadbourne & Parke LLP	Attn Howard Seife & David M LeMay & Robert J Gayda & Marc B Roitman	30 Rockefeller Plaza	New York	NY	10112	Counsel to the Examiner, Arthur J Gonzalez
Citibank NA	Attn Bobbie Theivakumaran	390 Greenwich St 6th Fl	New York	NY	10013	Secured lender under the Mortgage Servicing Rights Facility
Clifford Chance US LLP	Jennifer C DeMarco & Adam Lesman	31 West 52nd St	New York	NY	10019	Counsel to Ocwen Loan Servicing LLC
Deutsche Bank Trust Company Americas	c/o Kelvin Vargas	25 De Forest Ave	Summit	NJ	07901	Indenture Trustee to Unsecured Notes / Top 50 Creditor
Fannie Mae	Attn Peter McGonigle	1835 Market St Ste 2300	Philadelphia	PA	19103	Prepetition Lender - Fannie EAF
Internal Revenue Service	Centralized Insolvency Operation	PO Box 7346	Philadelphia	PA	19101-7346	Internal Revenue Service
Internal Revenue Service	Centralized Insolvency Operation	2970 Market St	Philadelphia	PA	19104	Internal Revenue Service
Internal Revenue Service	Insolvency Section	31 Hopkins Plz Rm 1150	Baltimore	MD	21201	Internal Revenue Service
Kelley Drye & Warren LLP	James S Carr & Eric R Wilson	101 Park Ave	New York	NY	10178	Counsel to UMB Bank N.A. as Successor Indenture Trustee to the Debtors' Prepetition Junior Secured Notes
Kirkland & Ellis	Richard M Cieri	601 Lexington Ave	New York	NY	10022	Counsel to the Equity Security Holders (Ally Financial and Ally Bank)
Kirkland & Ellis LLP	Attn Ray C Schrock & Stephen E Hessler	601 Lexington Ave	New York	NY	10022-4611	Counsel to the Ally Financial Inc. & Ally Bank
Kramer Levin Naftallis & Frankel LLP	Kenneth H Eckstein, Thomas Moers Mayer & Douglas H Mannal & Jeffrey Trachtman	1177 Avenue of the Americas	New York	NY	10036	Counsel to the Official Committee of Unsecured Creditors
Milbank, Tweed, Hadley & McCloy LLP	Gerard Uzzi	1 Chase Manhattan Plaza	New York	NY	10005	Co-Counsel to Ad Hoc Group of Junior Secured Noteholders
Office of the NY State Attorney General	Nancy Lord & Enid M Stuart	The Capitol	Albany	NY	12224-0341	Office of the New York Attorney General
Office of the US Attorney for the Southern District of NY	United States Attorney Preet Bharara	One St Andrews Plaza	New York	NY	10007	Office of the United States Attorney for the Southern District of New York
Securities & Exchange Commission	Secretary of the Treasury	100 F St NE	Washington	DC	20549	Securities and Exchange Commission - Headquarters
Securities & Exchange Commission NY Regional Office	George S Canellos Regional Director	3 World Financial Center Ste 400	New York	NY	10281-1022	Securities and Exchange Commission - New York Regional Office
Skadden Arps Slate Meagher & Flom LLP	Jonathan H. Hofer	Four Times Square	New York	NY	10036	Counsel to the administrative agent for the Debtors' proposed providers of debtor in possession financing
Skadden Arps Slate Meagher & Flom LLP	Ken Ziman	Four Times Square	New York	NY	10036	Counsel to Barclays Bank PLC
Skadden Arps Slate Meagher & Flom LLP	Sarah M Ward	Four Times Square	New York	NY	10036	Counsel to the administrative agent for the Debtors' proposed providers of debtor in possession financing
Skadden Arps Slate Meagher & Flom LLP	Suzanne D T Lovett	Four Times Square	New York	NY	10036	Counsel to Barclays Bank PLC
The Bank of New York Mellon	Asset-Backed Securities Group	101 Barclay St 4W	New York	NY	10286	Indenture Trustee under the Pre-Petition GSAP Facility
U.S. Bank National Association	Attn: George Rayzis	50 South 16th St Ste 2000	Philadelphia	PA	19102	Indenture Trustee to the Debtors' Prepetition Junior Secured Notes
U.S. Department of Justice	US Attorney General, Eric H. Holder, Jr.	950 Pennsylvania Ave NW	Washington	DC	20530-0001	Office of the United States Attorney General
United States Attorney's Office for the Southern District of New York civil Division	Attn Joseph Cordaro	86 Chambers St 3rd Fl	New York	NY	10007	Counsel to the United State of America
US Trustee for the Southern District of NY	Tracy Hope Davis, Linda A. Riffkin and Brian S. Masumoto	33 Whitehall St 21st Fl, Region 2	New York	NY	10004	Office of the United States Trustee for the Southern District of New York
Wells Fargo Bank NA	Attn Corporate Trust Services - GMACM Home Equity Notes 2004 Variable Funding Trust	PO Box 98	Columbia	MD	21046	GMEN Indenture Trustee at Corporate Trust Office

## **EXHIBIT C**



NAME	NOTICE NAME	ADDRESS1	ADDRESS2	CITY	ST	ZIP
AG State of NY Eric T Schneiderman	Victoria L Safran	200 Old Country Rd Ste 240	Nassau Regional Office	Mineola	NY	11501
AIG Asset Management US LLC	Attn Russell Lipman	80 Pine St		New York	NY	10038
Allstate Life Insurance Company	Attn Peter A McElvain	3075 Sanders Rd Ste G5A		Northbrook	IL	60062
David P Stich Esq		521 Fifth Ave 17th Fl		New York	NY	10175
Financial Guaranty Insurance Company	Attn John Dubel	125 Park Ave		New York	NY	10017
Law Offices of Christopher Green	Christopher E Green	2 Union Square Ste 4285	601 Union Street	Seattle	WA	98101
M&TCC		1 M&T Plaza 7th Floor		Buffalo	NY	14203
MBIA Insurance Corporation	Attn Mitchell Sonkin	113 King St		Armonk	NY	10504
Rowen L Drenne as Representative of	Plaintiffs Brian Kessler et al	3725 N Indiana		Kansas City	MO	64117
Secretary of State		123 William St		New York	NY	10038-3804
Secretary of State Div of Corporations		99 Washington Ave Ste 600	One Commerce Plz	Albany	NY	12231-0001
Wilmington Trust NA	Julie J Becker Vice President	50 South Sixth St Ste 1290		Minneapolis	MN	55402-1544

## **EXHIBIT D**

NAME	NOTICE NAME	ADDRESS1	ADDRESS2	CITY	ST	ZIP
THE IRVINE COMPANY LLC	CHRIS GASH	3200 PARK CENTER DR	STE 30	COSTA MESA	CA	92626
THE IRVINE COMPANY LLC		3200 PARK CENTER DR	STE 150 AND 400	COSTA MESA	CA	92626
THE IRVINE COMPANY LLC		3200 PARK CENTER DR	STE 1150	COSTA MESA	CA	92626

## **EXHIBIT E**

NAME	NOTICENAME	EMAIL
SHAPIRO, DICARO & BARAK, LLC	SHARI S. BARAK	<a href="mailto:sbarak@logs.com">sbarak@logs.com</a>



## **EXHIBIT F**

NAME	NOTICENAME	ADDRESS1	ADDRESS2	CITY	STATE	ZIP
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